

RECORDATION NO. 28010-K FILED

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 16, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Additional Collateral, dated as of December 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The names and addresses of the parties to the enclosed document are:

[Secured Party: Bank of America, N.A., as Collateral Agent
901 Main Street, 14th Floor
Dallas, Texas 75202]

Grantor: The CIT Group/Equipment Financing, Inc.
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039

Chief, Section of Administration
December 16, 2009
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A description of the railroad equipment covered by the enclosed document is:

All rolling stock now owned or hereafter acquired by the Grantor, including without limitation the 139 railcars within the following series as more particularly set forth in the attachment to the document:

CTCX 710077 - CTCX 710121 (except CTCX 710091)
CTCX 780538 - CTCX 780615
TCMX 350474 - TCMX 350510 (inclusive)

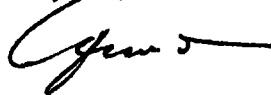
A short summary of the document to appear in the index is:

Memorandum Of Additional Collateral.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

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MEMORANDUM OF ADDITIONAL COLLATERAL SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of December 15, 2009 (this "Memorandum"), is made by The CIT Group/Equipment Financing, Inc. (the "Grantor"), in favor of Bank of America, N.A., as Collateral Agent (as defined in the Credit Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent").

- A. **WHEREAS**, the Grantor, the Collateral Agent and the Secured Parties are parties to that certain Second Amended and Restated Credit and Guaranty Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Secured Parties agreed to extend a term loan facility and other financial accommodations to the Borrowers. Unless otherwise specified, all capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Credit Agreement.
- B. **WHEREAS**, to secure the Grantor's Obligations to the Collateral Agent and the Secured Parties, the Grantors executed and delivered to the Collateral Agent that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, the Grantor granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a first priority perfected lien on and security interest rights in all of the Grantor's Collateral (as defined in the Security Agreement) now held by the Collateral Agent and Secured Parties pursuant to the Security Agreement, as described in more detail in the said Security Agreement and the Memoranda recorded with the Surface Transportation Board under Recordation Numbers 28010 and 28010-A, including the equipment listed and described on the schedules attached to those Memoranda.
- C. **WHEREAS**, the Grantor has acquired an ownership interest in the railroad equipment listed and described on Schedule A attached hereto.
- D. **NOW THEREFORE**, the Grantor reaffirms the above-described grant of security, including the grant to the Collateral Agent (including any successor collateral agent), for its benefit and the ratable benefit of the Secured Parties, of a continuing, first priority security interest in and to, and lien on all of the Grantor's right, title and interest in, the Collateral, including all railroad equipment listed and described on Schedule A attached hereto, intending to show herein that such listed equipment is a part of such Collateral and ;
- E. **ACCORDINGLY**, the Grantor has caused this memorandum to be executed by its offices thereunto duly authorized, as of the date first above written.

SIGNATURE APPEARS ON THE FOLLOWING PAGES

IN WITNESS WHEREOF, the parties have caused this Memorandum of Security Agreement to be executed as of the date first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC., as
Grantor

By: [Signature]

Name: Barry T. Nulman

Its: Senior Vice President

State of ILLINOIS

County of COOK, ss: _____

On this 15 day of Dec., 2009, before me personally appeared Barry Nulman to me known, who being by me duly sworn, says that (s)he is the SVP of The CIT Group/Equipment Financing, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]

Signature of Notary Public

My Commission expires 8/11/2013



Schedule A

Car Initial	Car Number	Equipment Type
CTCX	710077	T106
CTCX	710078	T106
CTCX	710079	T106
CTCX	710080	T106
CTCX	710081	T106
CTCX	710082	T106
CTCX	710083	T106
CTCX	710084	T106
CTCX	710085	T106
CTCX	710086	T106
CTCX	710087	T106
CTCX	710088	T106
CTCX	710089	T106
CTCX	710090	T106
CTCX	710092	T106
CTCX	710093	T106
CTCX	710094	T106
CTCX	710095	T106
CTCX	710096	T106
CTCX	710097	T106
CTCX	710098	T106
CTCX	710099	T106
CTCX	710100	T106
CTCX	710101	T106
CTCX	710102	T106
CTCX	710103	T106
CTCX	710104	T106
CTCX	710105	T106
CTCX	710106	T106
CTCX	710107	T106
CTCX	710108	T106
CTCX	710109	T106
CTCX	710110	T106
CTCX	710111	T106
CTCX	710112	T106
CTCX	710113	T106
CTCX	710114	T106
CTCX	710115	T106
CTCX	710116	T106
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CTCX	710119	T106
CTCX	710120	T106
CTCX	710121	T106
CTCX	780538	T389
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CTCX	780558	T389

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CTCX	780615	T389
TCMX	350474	C314
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TCMX	350506	C314
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TCMX	350509	C314
TCMX	350510	C314

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/16/09



Robert W. Alvord